

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO. et al.

Debtors.

)
) Chapter 11
)
) Case No. 01-01139 (JKF)
) (Jointly Administered)
) **Objection Deadline: Nov. 25, 2002 at 4:00p.m.**
Hearing Date: TDB only if necessary

**SUMMARY COVERSHEET TO EIGHTH MONTHLY INTERIM APPLICATION OF
CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART & OLSTEIN FOR
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR OCTOBER 1,
2002 THROUGH OCTOBER 31, 2002**

Name of Applicant:	Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein ("CBBG")
Authorized to provide professional services to:	Special Litigation and Environmental Counsel to Debtors
Date of Retention:	February 1, 2002
Period for which compensation and reimbursement is sought	October 1, 2002 through October 31, 2002
Amount of compensation sought as actual, reasonable and necessary	\$32,395.00 for the period October 1, 2002 through October 31, 2002 in professional fees
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$2,067.73 for the period of October 1, 2002 through October 31, 2002

This is a:

Monthly interim application

Prior Applications filed: Yes

Date Filed	Period Covered	Requested Fees (80%)	Requested Expenses	Status of Fees	Status of Expenses
04/30/02	03/01/02 through 03/31/02	\$11,914.00	\$1,601.57	Paid	Paid
05/16/02	04/01/02 through 04/30/02	\$18,244.80	\$800.41	Paid	Paid
06/02	05/01/02 through 05/31/02	\$10,476.80	\$1,952.06	Paid	Paid
07/02	06/01/02 through 06/30/02	\$23,778.80	\$124.87	Paid	Paid
08/02	07/01/02 through 07/31/02	\$21,556.40	\$339.61	Paid in part ¹	Paid
09/02	08/01/02 through 08/31/02	\$34,612.80	\$2,524.85	Paid	Paid
10/02	9/1/02 through 9/30/02	\$29,157.20	\$2,926.37	Application Pending	Application Pending

As indicated above, this is the eighth application for interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.

¹ When the certificate of no objection was filed for Carella Byrne's Fourth Monthly Interim Application, it contained a mathematical error in that it requested payment for 60% of the fees incurred during the Fourth Monthly Interim. Accordingly, Carella Byrne has requested the outstanding 40% of fees for services rendered in June 2002 in the Fifth Interim Quarterly Fee Application.

Summary of Compensation Requested

Name of Professional Individual	Position, year assumed, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
John M. Agnello	Partner	\$325	50.50	\$16,412.50
Melissa E. Flax	Partner	\$215	73.50	\$15,802.50
Michael Aponte	Paralegal	\$75	2.40	\$180.00

Total Fees	\$32,395.00
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Total Hours	126.40
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EXPENSE SUMMARY

Expense Category		Total Expenses
Copies – Internal and Outside		\$536.32
Westlaw		\$6.43
Telephone		\$117.21
Faxes		\$32.00
FedEx		\$39.38
Travel		
	Car Service/Taxi	\$202.37
	Airfare	\$567.50
	Hotel	<u>\$368.16</u>
		\$1,138.03
Messenger		\$50.00
Additional Staff Time		\$148.36
Court Reporter		
Meals		
Total		\$2067.73

**ATTACHMENT B
TO FEE APPLICATION
(October 1, 2002 through October 31, 2002)**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
John M. Agnello	Partner	\$325	50.50	\$16,412.50
Melissa E. Flax	Partner	\$215	73.50	\$15,802.50
Michael Aponte	Paralegal	\$75	2.40	\$180.00

Grand Total:	\$32,395.00
Blended Rate:	

COMPENSATION BY PROJECT CATEGORY¹

Project Category (Examples)	Total Hours	Total Fees
Asset Analysis		
Asset Disposition		
Business Operations		
Case Administration		
Claims Analysis Objection Resolution & Estimation (Asbestos)		
Claims Analysis Objection Resolution & Estimation (Non-Asbestos)		
Committee (All – Creditors', Noteholders', Equity Holders', etc.)		
Employee Benefits/Pensions		
Employment Applications, Applicant		
Employment Applications, Others		
Expenses		\$2,067.73
Fee Applications, Applicant	9.60	\$2,141.00
Fee Applications, Others		
Financing		
Hearings		
Litigation and Litigation Consulting	111.80	\$28,629.00
Plan and Disclosure Statement		
Relief from Stay Proceedings		
Tax Issues		
Tax Litigation		
Travel – non-working	5.00	\$1,625.00
Valuation		
ZAI Science Trial		
ZAI Science Trial – Expenses		
Other (Explain)		

¹ In accordance with the Court's directive at the August 26, 2002 hearing, the compensation by project category has been revised to reflect the additional project categories required by the Court and the Fee Auditor.

EXPENSE SUMMARY

Expense Category (Examples)	Service Provider (if applicable)	Total Expenses
Computer Assisted Legal Research		\$6.43
Facsimile (with rates)		\$32.00 (\$0.25 per page)
Long Distance Telephone		\$117.21
In-House Reproduction		\$90.75 (\$0.25 per page)
Outside Reproduction		\$445.57
Outside Research		
Filing/Court Fees		
Court Reporting		
Local Travel		
Out-Of-Town Travel		
airfare	Continental Airlines	\$567.50
car/taxi service	Taxi/Limousine	\$202.37
hotel	Hotel	\$368.16
		\$1138.03
Courier & Express Carriers (e.g. Federal Express)	Federal Express	\$39.38
Postage		
Other (Explain) - Additional Staff Time		\$148.36
Messenger		\$50.00

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
) Chapter 11
)
W. R. GRACE & CO. et al.¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.) Objection Deadline: Dec. 23, 2002 at 4:00p.m.
Hearing Date : TDB only if necessary

**FEE DETAIL FOR CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI,
STEWART & OLSTEIN'S MONTHLY FEE APPLICATION FOR THE PERIOD
FROM OCTOBER 1, 2002 THROUGH OCTOBER 31, 2002**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G_C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners 1, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Guich West Coal Company, H-G Coal Company.

EXHIBIT A

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For Professional Services Rendered through 10/31/02

Matter # 734680.1 VS. ALLIED SIGNAL

LITIGATION AND LITIGATION CONSULTING

10/1/02	JMA	Phone - C. Marraro re: completion of Grace trial exhibit list for Final Pretrial Order	.50	62.50
10/1/02	JMA	Phone - C. Marraro re: Grace trial exhibit list	.20	65.00
10/1/02	MEF	Telephone call with C. Marraro regarding exhibits for final pretrial order; email additional exhibits to C. Marraro for inclusion in final pretrial	.30	64.50
10/1/02	MEF	Telephone calls with B. Hughes regarding final pretrial order, deposition cites, expert reports, summaries; email to all counsel regarding expert reports; service/exchange of deposition designations, trial exhibit list	1.20	258.00
10/1/02	MEF	Review deposition designation for Grace final pretrial order	.40	86.00
10/1/02	MEF	Review fax from K. Millian regarding expert witness qualifications	.20	43.00
10/2/02	JMA	Review notes re: legal issues for conference call to revise and finalize Grace defendants' list of legal issues for Final Pretrial Order; conference call with C. Marraro, B. Hughes and MEF re: revise and finalize Grace defendants' list of legal issues	7.00	2275.00
10/2/02	MEF	Review emails from L. Ferdinand regarding 5th Quarterly Project Summary; email to L. Ferdinand regarding same	.30	64.50
10/2/02	MEF	Telephone call with C. Marraro regarding legal issues portion of final pretrial order	.20	43.00
10/2/02	MEF	Conference call with JMA, C. Marraro and B. Hughes regarding final pretrial order legal issues	5.80	1247.00

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10/2/02	MEF	Revise list of legal issues for inclusion in final pretrial order	1.50	322.50
10/3/02	MEF	Telephone call with C. Marraro regarding revisions to legal issues and service of same	.20	43.00
10/3/02	MEF	Revise legal issues for inclusion in final pretrial order per C. Marraro email; serve legal issues on all counsel	.30	64.50
10/3/02	MEF	Telephone calls with B. Hughes regarding Honeywell deposition designation; review fax from B. Hughes regarding Honeywell deposition designation transcripts	.40	86.00
10/4/02	JMA	Receipt and review of Roned motion for reconsideration of denial of summary judgment motion as to all Roned claims	.70	227.50
10/4/02	JMA	Phone conference with C. Marraro, B. Hughes, MEF re: Final Pretrial Order - Grace Defendants' list of contemplated motions	2.80	910.00
10/4/02	MEF	Conference call with JMA, C. Marraro and B. Hughes regarding motions in limine review pleadings, summary judgment decisions for same	2.80	602.00
10/4/02	MEF	Receipt and review letter from M. Caffrey regarding deposition transcripts, letter to B. Hughes regarding same	.30	64.50
10/5/02	MEF	Preparation of final pretrial order - motions in limine, witnesses (fact) witnesses (expert)	1.80	387.00
10/5/02	MEF	Emails to (1) C. Marraro, B. Hughes regarding motions and witnesses portion of final pretrial order and (2) to all counsel regarding parties respective portions of final pretrial order	.30	64.50
10/7/02	JMA	Phone - C. Marraro re: Grace portion of Pretrial Order	.40	130.00

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10/7/02	MEF	Telephone call with S. German regarding expert reports for final pretrial order	.20	43.00
10/7/02	MEF	Email to all counsel regarding expert reports for final pretrial order	.10	21.50
10/7/02	MEF	Email from S. German regarding RCRA brief; email to S. German and B. Hughes regarding same	.20	43.00
10/8/02	MEF	Telephone call with K. Millian and S. German regarding final pretrial order - exhibits, deposition cites	.30	64.50
10/8/02	MEF	Voice mail - D. Garvey; telephone call with D. Garvey regarding damage documents	.30	64.50
10/8/02	MEF	Review certificates of incorporation (4) Great Eastern stores	.40	86.00
10/8/02	MEF	Voice mail - C. Marraro regarding damage documents and certificates of incorporation; telephone call with B. Hughes' office regarding same	.20	43.00
10/8/02	MEF	Telephone call with B. Banks regarding exhibit list and additional documents	.20	43.00
10/8/02	MEF	Letter to C. Marraro regarding certificates of incorporation	.20	43.00
10/8/02	MEF	Telephone call with M. Moasser regarding final pretrial order - compilation and finalization	0.2	43
10/8/02	MEF	Review fax from K. Millian regarding expert witnesses and possible stipulation to qualifications; review fax from K. Millian regarding draft list of plaintiff's designation of deposition cites for final pretrial order; review letter from M. Moasser regarding additional photos and damage documents for trial exhibit list on final pretrial order	.20	43.00

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10/8/02	MEF	Review additional documents and photos for trial exhibit list in final pretrial order	.30	64.50
10/8/02	MA	Follow up on corporate searches for Great Eastern Mills, Inc., G.E. of Jersey City, Inc., G.E. of Plainfield, Inc., G.E. of Little Falls, Inc., search online for current registered agents and status reports	1.00	75.00
10/9/02	MEF	Review Honeywell's list of legal issues (draft) for inclusion in final pretrial order	.30	64.50
10/9/02	MEF	Review letter from J. Kelly with Grace expert reports for inclusion in the final pretrial order	.30	64.50
10/9/02	MEF	Review letter from J. Kelly with Grace expert reports for inclusion in final pretrial order	.30	64.50
10/9/02	MEF	Review letter from D. Garvey regarding Grace damage documents	.20	43.00
10/9/02	MEF	Telephone call with B. Hughes regarding final pretrial order - parties respective portions, Honeywell legal issues, jurisdiction, Grace trial exhibits	.50	107.50
10/9/02	MEF	Telephone call with S. German regarding plaintiff's deposition designations	.20	43.00
10/9/02	MEF	Telephone call with C. Marraro regarding final pretrial order	.20	43.00
10/9/02	MEF	Telephone call with C. Marraro regarding final pretrial order	.20	43.00
10/10/02	JMA	Phone - J. Dunn re: information regarding operations at site	.30	97.50
10/10/02	JMA	Receipt and review e-mail from C. Marraro re: client meeting	.20	65.00

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10/10/02	JMA	Conference with C. Marraro and Honeywell attorneys re: pretrial order stipulations	2.00	650.00
10/10/02	JMA	Conference with C. Marraro re: trial exhibits and trial strategy	2.00	650.00
10/10/02	JMA	Conference with C. Marraro re: legal issues relating to NJ Spill Act and RCRA	1.60	520.00
10/10/02	MEF	Conference with C. Marraro regarding final pretrial order - motions in limine, legal issues, damage documents	3.70	795.50
10/10/02	MEF	Conference with M. Caffrey; telephone call with M. Schiappa; telephone call with S. German - all regarding forwarding portions of final pretrial order for compilation, deadlines for same	1.00	215.00
10/10/02	MEF	Telephone call with M. Moasser regarding preparation of final pretrial order	.20	43.00
10/10/02	MEF	Conference with JMA and C. Marraro regarding motions in limine and evidentiary issues	1.00	215.00
10/11/02	MEF	Review emails from M. Schiappa regarding Roned insertions to final pretrial order; review emails from C. Marraro, B. Hughes regarding Grace insertions to final pretrial order	.40	86.00
10/11/02	MEF	Telephone call with R. Sentflabin regarding payments; memo to JMA regarding same	.20	43.00
10/11/02	MEF	Telephone call with M. Caffrey regarding final pretrial order, expert qualifications	.50	107.50
10/11/02	MEF	Telephone calls with C. Marraro regarding final pretrial order, Roned motion	.40	86.00
10/12/02	MEF	Final pretrial order - receipt and review of emails from all counsel regarding parties respective portions for inclusion in final	7.00	1505.00

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pretrial order; prepare final pretrial order -
jurisdiction, deposition cites, witnesses, fact
experts and motions; begin segregating
stipulations and contested facts

10/13/02	MEF	Telephone call with C. Marraro regarding final pretrial order - exhibits, motions in limine	.30	64.50
10/13/02	MEF	Voice mail Jim Dunn regarding aerial photos	.10	21.50
10/13/02	MEF	Review email from M. Caffrey regarding final pretrial order - legal issues decided; Honeywell's stipulated facts	.30	64.50
10/13/02	MEF	Telephone call with M. Caffrey regarding legal issues	.30	64.50
10/13/02	MEF	Telephone calls with C. Marraro regarding final pretrial order	.50	107.50
10/13/02	MEF	Continue preparation of final pretrial order	1.40	301.00
10/14/02	JMA	Phone - C. Marraro re: Roned motion; review RCRA cases	2.50	812.50
10/14/02	JMA	Phone - C. Marraro re: RCRA trial issues, Grace trial brief; letter to Judge Cavanaugh	1.20	390.00
10/14/02	MEF	Telephone call with J. Dunn regarding aerial photos	.20	43.00
10/14/02	MEF	Final pretrial order preparation - review and revise final pretrial order; emails to/from all counsel regarding parties respective portions of final pretrial order; telephone call with M. Schiappa regarding ICO/Honeywell stipulations; revised jurisdictional statement from B. Hughes; telephone calls with C. Marraro regarding changes in final pretrial order; additional revisions to final pretrial order; email to K. Millian regarding plaintiffs' stipulations; email to all counsel regarding draft final pretrial order	6.20	1333.00

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10/15/02	JMA	Review, revise and finalize final pretrial order; review final pretrial order and documents for final pretrial conference	3.40	1105.00
10/15/02	JMA	Phone - J. Dunn re: photos	.20	65.00
10/15/02	JMA	Receipt and review plaintiffs' response to Roned motion for reconsideration; receipt and review Honeywell response to Roned motion for reconsideration; revise letter to Judge Cavanaugh re: Roned motion; phone - C. Marraro re: letter to Judge Cavanaugh	2.30	747.50
10/15/02	JMA	Phone - C. Marraro re: lay opinion section of final pretrial order	.70	227.50
10/15/02	MEF	Final pretrial order - continue preparation of final pretrial order, including additional motions in limine (per B. Hughes' email), additional exhibits (per C. Marraro email); revise Grace exhibit list; review ICO/Honeywell stipulations that Grace agrees with; email to M. Schiappa regarding Roned position; telephone calls with all counsel regarding revisions to final pretrial order; emails regarding revisions to final pretrial order; finalize final pretrial order	7.90	1698.50
10/15/02	MA	Prepare fax request for corporate merger agreements for Great Eastern Jersey City/Great Eastern Little Falls/Merchandisers Alliance Corporation	.30	22.50
10/16/02	JMA	Conference with C. Marraro and MEF re: supplement to Final Pretrial Order	1.50	487.50
10/16/02	JMA	Letter to all counsel	.20	65.00
10/16/02	JMA	Review aerial photos	.60	195.00
10/16/02	JMA	Attend pretrial conference; conference with C. Marraro and plaintiffs' counsel; conference with C. Marraro re: plaintiffs' proofs	5.50	1787.50

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10/16/02	MEF	Prepare for final pretrial conference	1.30	279.50
10/16/02	MEF	Final pretrial conference before Judge Cavanaugh	2.70	580.50
10/16/02	MEF	Telephone call with J. Kelly regarding additional documents for final pretrial order	.20	43.00
10/17/02	MEF	Telephone call with J. Dunn regarding aerial photos	.20	43.00
10/17/02	MEF	Email to C. Marraro regarding aerial photos	.20	43.00
10/18/02	MEF	Telephone call with Patti at E. Rosenblum's regarding tax assessment; telephone call with C. Marraro regarding same	.40	86.00
10/21/02	JMA	Prepare for conference with C. Marraro; conference with C. Marraro re: agenda for 10/22 meeting	2.00	650.00
10/21/02	MEF	Compile documents for presentation to client	.80	172.00
10/21/02	MEF	Telephone call with B. Hughes regarding motions in limine	.30	64.50
10/21/02	MEF	Letter to A. Nagy regarding photographs	.20	43.00
10/22/02	JMA	Conference with C. Marraro re: trial strategy; attend meeting with clients and C. Marraro re: trial issues	7.00	2275.00
10/22/02	MEF	Review Judge McLaughlin's decision in Grace v. Weja; review summary of decision from R. Rose	1.60	344.00
10/22/02	MEF	Review email from M. Caffery regarding addition to final pretrial order; revise final pretrial order regarding same	.40	86.00
10/22/02	MEF	Begin drafting motion in limine regarding Rule 36 requests for admission	.70	150.50

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10/22/02	MEF	Review Blanchard deposition in connection with in limine motion	1.20	258.00
10/23/02	MEF	Telephone call with C. Hopkins regarding review of photos; telephone call with C. Marraro's office regarding same	.20	43.00
10/23/02	MEF	Telephone call with C. Marraro regarding Valera photos; telephone call with B. Banks regarding Valera photos	.30	64.50
10/23/02	MEF	Review pleadings and correspondence regarding Honeywell's response to Grace requests for admission for in limine motion; telephone call with B. Banks regarding additional correspondence	.50	107.50
10/24/02	MEF	Telephone call with C. Hopkins regarding review of photographs	.20	43.00
10/24/02	MEF	Final pretrial order - review fax from K. Millian regarding joint exhibit list for final pretrial order; email to all counsel regarding joint exhibit list and individual exhibit lists	.40	86.00
10/24/02	MA	Inventory prior to inspection; monitor inspection of photographs by Chris	1.10	82.50
10/26/02	MEF	Telephone call with C. Marraro regarding meeting for trial preparation	.20	43.00

FEE APPLICATIONS, APPLICANT

10/1/02	MEF	Review pending fee applications and status; email to P. Galbraith regarding certificates of no objection	1.00	215.00
10/1/02	MEF	Conference with JMA regarding open bills; telephone call with R. Senftleben regarding same	.30	64.50
10/2/02	MEF	Revise response to fee auditor's initial report on 5th quarterly fee application	.50	107.50

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10/3/02	MEF	Finalize response to fee auditor's initial report regarding CBBG's 5th Quarterly; letter to Fee Auditor forwarding same	.60	129.00
10/7/02	MEF	Review amended order of no objection; emails to P. Gailbrath regarding same	.20	43.00
10/9/02	JMA	Fee Application - Phone - R. Sentfleben re: Fee Auditor's report and billing issues	.40	130.00
10/9/02	MEF	Conference with JMA regarding certificates of no order required - March, June, July fee applications and Fee Auditor's amended report for 4th quarterly fee application	.70	150.50
10/9/02	MEF	Letter to R. Sentflabin regarding Fee Auditor's report and certificate of no objection	.20	43.00
10/9/02	MEF	Prepare amended summary coversheet to 5th quarterly fee application	.30	64.50
10/9/02	MEF	Letter to W. Smith regarding amended summary coversheet to 5th quarterly fee application	.20	43.00
10/10/02	MEF	Review September fee detail; revise same	.50	107.50
10/10/02	MEF	Begin drafting papers for 7th monthly fee application	.50	107.50
10/14/02	JMA	Fee Application - review September billing to client	.30	97.50
10/14/02	MEF	Review revised fee detail and continue preparation of 7th monthly fee application	1.10	236.50
10/14/02	MEF	Review letter from R. Higgins regarding quarterly fee applications	.20	43.00
10/16/02	MEF	Revise 7th interim fee application; letter to Carickoff forwarding same for filing	1.50	322.50
10/21/02	MEF	Email to W. Smith regarding September 2002 fee detail	.20	43.00

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10/24/02	MEF	Fee application - review email from L. Ferdinand regarding 1st, 2nd, 3rd and 5th quarter project category summary; review 1st 2nd 3rd and 5th quarter project category summary; email to L. Ferdinand regarding same	.60	129.00
10/28/02	MEF	Review email from W. Smith regarding response to 5th quarterly report; email to W. Smith regarding same	.30	64.50

TRAVEL NON-WORK

10/21/02	JMA	Travel to Baltimore for meeting with client representatives and C. Marraro re: trial issues	2.00	650.00
10/22/02	JMA	Travel from Baltimore to New Jersey	3.00	975.00

TOTAL FEES

\$32,395.00

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W.R. GRACE & COMPANY

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Client No. 734680

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INVOICE NO. 17648

MARY OF FEES:

-----TIME AND FEE SUMMARY-----			
-----TIMEKEEPER-----	RATE	HOURS	FEES
J M AGNELLO	325.00	50.50	16412.50
M E FLAX	215.00	73.50	15802.50
MICHAEL APONTE	75.00	2.40	180.00
TOTALS		126.40	32395.00

EXHIBIT B

Counsellors At Law

6 Becker Farm Road
Roseland, N.J. 07068-1739
(973) 994-1700

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Disbursements

Travel Expense

10/11/02	Travel Expense JMA 9/25, 9/26 - taxis to/from airport	30.00
10/30/02	Travel Expense JMA (MY LIMO#120166L) 10/21	63.10
10/30/02	Travel Expense JMA (MY LIMO #120166R) 10/2	109.27
10/31/02	Travel Expense JMA AMEX 10/21-10/22 (HOTEL	368.16
10/31/02	Travel Expense JMA AMEX 10/21-10/22 (AIR)	567.50
	SUBTOTAL:	1138.03

Photocopies - Outside

10/16/02	Photocopies - Outside DOC EXP 10/14	184.65
10/24/02	Photocopies - Outside DOC EXP 10/21	47.70
10/24/02	Photocopies - Outside DOC EXP 10/21	213.22
	SUBTOTAL:	445.57

10/31/02	Photocopies	90.75
10/31/02	Faxes	32.00
10/31/02	Telephone	117.21
10/31/02	Additional Staff Time	148.36
10/31/02	Computer Searches	6.43
10/31/02	Federal Express	39.38
10/31/02	Messenger - In House	50.00

Total Costs

2,067.73

Total Due this Matter

34,462.73

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO. et al.¹

Debtors.

)
) Chapter 11
)

) Case No. 01-01139 (JKF)
) (Jointly Administered)
)

VERIFICATION

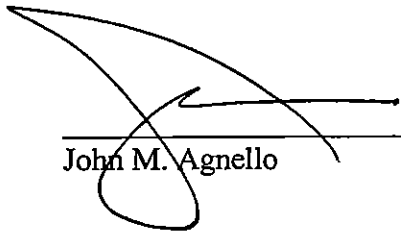
JOHN M. AGNELLO, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein and I am a member in good standing of the bars of the State of New Jersey, the United States District Court for the District of New Jersey, the United States Court of Appeals for the Third Circuit, the State of New York, the United States District Courts for the Southern and Eastern Districts of New York and the Supreme Court of the United States.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G_C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G_C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. I have personally performed certain of, and overseen the legal services rendered by Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein as special litigation and environmental counsel to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.


3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



John M. Agnello

In the State of New Jersey

SWORN TO AND SUBSCRIBED
before me this 18th day of November, 2002



Notary Public

My Commission Expires:

LOIS ISAACSON
A Notary Public of New Jersey
My Commission Expires 6/19/06